

# LEONARD, STREET AND DEINARD

PROFESSIONAL ASSOCIATION

October 24, 2002

DAVID E. BAER  
(612) 335-7025  
david.baer@leonard.com

**Via Hand Delivery**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423

RECORDATION NO. 24186 FILED

OCT 25 '02 12:56 PM

SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. § 11301(a) are two original executed copies and two photostatic copies of the Memorandum of Equipment Lease Agreement, dated as of October 24, 2002, between The Bank of Nova Scotia ("Lessor") and 3943542 Canada Inc. ("Lessee"), a primary document as defined in 49 CFR § 1177.1.

The names and addresses of the parties to the enclosed Memorandum of Lease are:

Lessor:	The Bank of Nova Scotia 240 – 8 <sup>th</sup> Avenue S.W. Calgary, Alberta Canada T2P 2N7
Lessee:	3943542 Canada Inc. c/o Canadian Pacific Railway Company Gulf Canada Square 401-9 <sup>th</sup> Avenue, S.W. Calgary, Alberta Canada T2P 4Z4

A description of the railroad equipment covered by the enclosed document is as follows:

- 243 100-ton boxcars marked CP 215200 through CP 215442 (inclusive).

Also enclosed is a check in the amount of \$30 payable to the order of the Surface Transportation Board covering the required recordation fee.

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150 SOUTH FIFTH STREET SUITE 2300 MINNEAPOLIS, MINNESOTA 55402 TEL 612-335-1500 FAX 612-335-1657

LAW OFFICES IN MINNEAPOLIS, SAINT PAUL, MANKATO, SAINT CLOUD AND WASHINGTON, D.C.

WWW.LEONARD.COM

• Mr. Vernon A. Williams  
October 24, 2002  
Page 2

Kindly return one stamped original and two stamped photostatic copies of the enclosed document to Mr. Rodney Coffey, who will wait for the recordation of these documents.

Following is a short summary of the enclosed document:

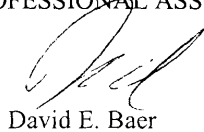
Document to be Recorded

Memorandum of Lease, dated as of October 24, 2002 between The Bank of Nova Scotia, as Lessor, and 3943542 Canada Inc., as Lessee, relating to 243 100-ton boxcars marked CP 215200 through CP 215442 (inclusive).

Very truly yours,

LEONARD, STREET AND DEINARD  
PROFESSIONAL ASSOCIATION

By



David E. Baer

Enclosures

**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT (U.S.)**

Memorandum of Lease Agreement effective October 24, 2002 by and between The Bank of Nova Scotia ("Lessor") and 3943542 Canada Inc. ("Lessee").

**WITNESSETH:**

1. The undersigned have entered into that certain Lease Agreement (the "Lease Agreement"), dated as of October 24, 2002, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain equipment bearing road numbers as listed on Schedule A attached hereto, subject to the terms defined in said Lease Agreement.

2. This Memorandum of said Lease Agreement is being recorded with the Surface Transportation Board pursuant to 49 USC 11301 and 49 CFR 1177.

3. The parties hereto are the same parties to said Lease Agreement and such parties do hereby acknowledge and confirm the rights and obligations made therein and the interests of the Lessor therein.

4. The parties hereto acknowledge that said Lease Agreement shall be available for inspection by contacting the following party:

Canadian Pacific Railway Company  
500 Gulf Canada Square  
401 - 9<sup>th</sup> Avenue S.W.  
Calgary, Alberta  
T2P 4Z4

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**THE BANK OF NOVA SCOTIA**

**3943542 CANADA INC.**

By:   
Name: STEVE CREVEL  
Title: DIRECTOR

By:   
Name: J.J. Doolan  
Title: Assistant Treasurer

PROVINCE OF ONTARIO )  
 ) SS:  
COUNTY OF YORK )

On this 24<sup>th</sup> day of OCTOBER, 2002, before me personally appeared STEVE CREGEL to me personally known, who being duly sworn, says that he is a DIRECTOR of The Bank of Nova Scotia a Canadian corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

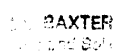
[NOTARIAL SEAL]

My Commission <sup>DOES NOT</sup> ~~Expires~~

PROVINCE OF ALBERTA )  
 ) SS:  
CITY OF CALGARY )

On this 23rd day of October, 2002, before me personally appeared J. Joseph Doolan, to me personally known, who being by me duly sworn, says that he is an Assistant Treasurer of 3943542 CANADA INC., a Canadian corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public 

[NOTARIAL SEAL]

My Commission Does not Expire

## SCHEDULE A

### **243 Upgraded Boxcars**

CP 215200	CP 215246	CP 215292	CP 215338
CP 215201	CP 215247	CP 215293	CP 215339
CP 215202	CP 215248	CP 215294	CP 215340
CP 215203	CP 215249	CP 215295	CP 215341
CP 215204	CP 215250	CP 215296	CP 215342
CP 215205	CP 215251	CP 215297	CP 215343
CP 215206	CP 215252	CP 215298	CP 215344
CP 215207	CP 215253	CP 215299	CP 215345
CP 215208	CP 215254	CP 215300	CP 215346
CP 215209	CP 215255	CP 215301	CP 215347
CP 215210	CP 215256	CP 215302	CP 215348
CP 215211	CP 215257	CP 215303	CP 215349
CP 215212	CP 215258	CP 215304	CP 215350
CP 215213	CP 215259	CP 215305	CP 215351
CP 215214	CP 215260	CP 215306	CP 215352
CP 215215	CP 215261	CP 215307	CP 215353
CP 215216	CP 215262	CP 215308	CP 215354
CP 215217	CP 215263	CP 215309	CP 215355
CP 215218	CP 215264	CP 215310	CP 215356
CP 215219	CP 215265	CP 215311	CP 215357
CP 215220	CP 215266	CP 215312	CP 215358
CP 215221	CP 215267	CP 215313	CP 215359
CP 215222	CP 215268	CP 215314	CP 215360
CP 215223	CP 215269	CP 215315	CP 215361
CP 215224	CP 215270	CP 215316	CP 215362
CP 215225	CP 215271	CP 215317	CP 215363
CP 215226	CP 215272	CP 215318	CP 215364
CP 215227	CP 215273	CP 215319	CP 215365
CP 215228	CP 215274	CP 215320	CP 215366
CP 215229	CP 215275	CP 215321	CP 215367
CP 215230	CP 215276	CP 215322	CP 215368
CP 215231	CP 215277	CP 215323	CP 215369
CP 215232	CP 215278	CP 215324	CP 215370
CP 215233	CP 215279	CP 215325	CP 215371
CP 215234	CP 215280	CP 215326	CP 215372
CP 215235	CP 215281	CP 215327	CP 215373
CP 215236	CP 215282	CP 215328	CP 215374
CP 215237	CP 215283	CP 215329	CP 215375
CP 215238	CP 215284	CP 215330	CP 215376
CP 215239	CP 215285	CP 215331	CP 215377
CP 215240	CP 215286	CP 215332	CP 215378
CP 215241	CP 215287	CP 215333	CP 215379
CP 215242	CP 215288	CP 215334	CP 215380
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